

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

**LISA ARNOLD, BRANDI TROUT, and
SANDRA GOLDEN-WOODS, on behalf of
the Churchill Holdings, Inc. Employee Stock
Ownership Plan, and on behalf of a class of
all other persons similarly situated,**

Plaintiffs,

v.

**MIGUEL PAREDES, PRUDENT
FIDUCIARY SERVICES, LLC, LAWSON
H. HARDWICK, III, MATTHEW C.
CLARKE, AND CECIL O. KEMP, JR.,**

Defendants.

Case No. 3:23-cv-00545

**PLAINTIFFS' UNOPPOSED MOTION FOR
CLASS CERTIFICATION AND APPOINTMENT OF CLASS COUNSEL**

Plaintiffs Lisa Arnold, Brandi Trout, and Sandra Golden-Woods, as representatives of a Class of similarly situated persons, and on behalf of the Churchill Holdings, Inc. Employee Stock Ownership Plan (the "Plan" or the "ESOP"), respectfully move the Court, pursuant to Rule 23 of the Federal Rules of Civil Procedure for certification of a class and appointment of Class Counsel (the "Motion").

1. The proposed Class is defined as:

All vested participants in the Churchill Holdings, Inc. Employee Stock Ownership Plan and the beneficiaries of such participants on May 26, 2017, or anytime thereafter. Excluded from the Class are the Defendants and their immediate families; and legal representatives, successors, and assigns of any such excluded persons.

2. The proposed Class meets the requirements of Fed. R. Civ. P. 23(a) as the class consists of over 749 members, the questions of fact and law surrounding Defendants' conduct are the same for all class members, Plaintiffs' claims are typical of the Class, and Plaintiffs and their counsel will adequately represent the Class.

3. The proposed Class also meets the requirements of Fed. R. Civ. P. 23(b)(1) because the prosecution of separate actions by individual Class members would create a risk of inconsistent or varying adjudications, and/or because adjudications with respect to individual Class members would as a practical matter be dispositive of the interests of non-party Class members. Separate lawsuits over the valuation of the ESOP Transaction or the treatment of dividends prior to the ESOP Transaction could result in different outcomes. Inconsistent adjudications on the fair market value of Churchill stock at the time of the ESOP Transaction obtained by similarly situated participants would make it impossible for Plan fiduciaries to treat similarly situated participants alike with consistent distributions from the Plan.

4. Plaintiffs' Counsel in this litigation also satisfy the requirements of Class Counsel prescribed in Fed. R. Civ. P. 23(g).

5. Plaintiffs also submit to the Court a Memorandum in Support of the Motion for Class Certification and appointment of Class Counsel and supporting declarations and exhibits filed herewith.

6. Plaintiffs' counsel conferred with Defendants' counsel, and Defendants do not oppose this Motion.

WHEREFORE, Plaintiffs request the Court grant an Order certifying for the above Class pursuant to Fed. R. Civ. P. 23(b)(1) and appoint Bailey & Glasser LLP as Class Counsel.

Dated: August 2, 2024

Respectfully submitted,

By: /s/Mark G. Boyko

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CERTIFICATE OF SERVICE

I hereby certify that on this 2nd day of August 2024, a true and correct copy of the foregoing document was filed with the Clerk of the Court using the CM/ECF system, which will send electronic notification of such filing to all counsel of record.

/s/ Benjamin A. Gastel
Benjamin A. Gastel